

# NDA SHARE BROKERS LIMITED

(CIN: U74899DL1993PLC055471)

Regd. Office: 1002A, ARUNACHAL, 19, BARAKHAMBHA ROAD NEW DELHI- 110001

Tel: 011-46204000, Fax: 011- 46204050, email: info@ndaindia.com, website: www.ndaindia.com

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 22<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF NDA SHARE BROKERS LIMITED WILL BE HELD ON SEPTEMBER 10, 2015 ON THURSDAY AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1002A, ARUNACHAL, 19, BARAKHAMBHA ROAD, NEW DELHI - 110001 TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date, the Auditors' Report thereon and the Reports of the Board of Directors.
2. To appoint a Director in place of Sh. Sanjay Agarwal (DIN: 00010639), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re- enactment thereof), the appointment of M/s Gupta Rustagi & Aggarwal, Chartered Accountants, (Registration No. 008084N) which has been approved at the Annual General Meeting held on September 8th, 2014 from the conclusion of the 21st Annual General Meeting till the conclusion of 26th Annual General Meeting, be and is hereby ratified for the financial year 2015-16 and the Board of Directors be and is hereby authorised to fix their remuneration including out of pocket expenses incurred by them in connection with statutory audit and/ or continuous audit under the Companies Act, 2013."

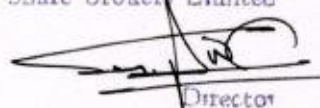
### **SPECIAL BUSINESS**

3. To consider and, if thought fit, to pass with or without modification the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act") and the rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable provisions, if any, of the Act and the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, in any manner, from anyone or more of the Company's bankers or other persons, bodies corporate or financial institutions, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties and all or any of the undertakings of the Company, provided that the aggregate borrowings (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) that may be borrowed by the Board and outstanding at any point of time shall not at any time exceed Rs. 10 crores (Rupees Ten Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution, inclusive of authorizing any Director of the Company to file the

for NDA Share Brokers Limited

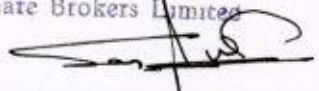


Director



necessary documents with the Registrar of Companies, NCT of Delhi & Haryana and/or any other authority, wherever required."

By Order of the Board  
For NDA SHARE BROKERS LIMITED  
For NDA Share Brokers Limited



(SANJAY AGARWAL)  
DIRECTOR  
DIN: 00010639  
Address: E-157,  
Kalkaji, New Delhi -  
110019

Date : 12.08.2015  
Place : New Delhi

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of Himself/ Herself. Such a Proxy/ Proxies need not be a member of the Company. The Proxy form should be deposited at the registered office of the Company not less than 48 Hours before the time for holding the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Resolution/ Authority, as applicable.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting is annexed hereto.
3. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working days, except Saturdays, during the Business hours up to the date of the Meeting.

**EXPLANATORY STATEMENT**

(Pursuant to Section 102(1) of the Companies Act, 2013)

**Item No. 3**

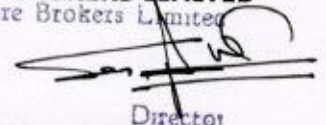
Section 180 (1)(c) of the Companies Act, 2013 ("Act"), 2013, requires the consent of the Members in the General Meeting for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves.

In view of the present and future business requirements the company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 10 crores (Rupees Ten Crores) only.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Date : 12.08.2015  
Place : New Delhi

By Order of the Board  
For NDA SHARE BROKERS LIMITED  
For NDA Share Brokers Limited



Director  
(SANJAY AGARWAL)  
DIRECTOR  
DIN: 00010639  
Address: E-157,  
Kalkaji, New Delhi -  
110019



# NDA SHARE BROKERS LIMITED

(CIN: U74899DL1993PLC055471)

Regd. Office: 1002A, ARUNACHAL, 19, BARAKHAMBA ROAD NEW DELHI- 110001  
Tel: 011-46204000, Fax: 011- 46204050, email: [info@ndaIndia.com](mailto:info@ndaIndia.com), website: [www.ndaIndia.com](http://www.ndaIndia.com)

## DIRECTORS' REPORT

### To the Members

Your Directors have pleasure in presenting the 22nd Annual Report along with the Audited Accounts for the year ended 31st March, 2015.

### 1. FINANCIAL STATEMENT

The Company's financial performance for the year under review alongwith previous year figures are given hereunder:

Particulars	Amount (in Rupees)	
	31.03.2015	31.03.2014
Revenue from Operations	72,954	-
Other Income	2, 54,689	69,929
Total Income	3, 27,643	69,929
Total Expenditure (inclusive of interest & Depreciation)	9, 88,765	35, 92,724
Profit (loss) before Tax	(6, 61,122)	(35, 22,795)
Provision for Tax	-	-
Deferred Tax (Asset)	-	-
Net Profit (loss)	(6, 61,122)	(35, 22,795)
Paid up Equity Capital	3, 34, 31,050	3, 34, 31,050
Reserves	(2, 74, 78,036)	(2, 68, 16,914)

### 2. DIVIDEND

Due to loss in the Current Year, your Directors have not recommended dividend during the year.

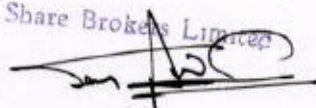
### 3. AMOUNT TRANSFERRED TO RESERVES

The Company has not transferred any amount to reserves due to suffering loss in the current year.

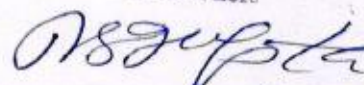
### 4. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers

  
Director



- a) In the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31<sup>st</sup> March, 2015 and of the profit/loss of the company for the same period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

## 5. AUDITOR

M/s. Gupta Rustagi & Aggarwal, Chartered Accountants (Firm Registration No. 008084N), were appointed as Statutory Auditors on 21<sup>st</sup> Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting to be held in the year 2019. Their continuance of appointment and payment of remuneration are to be confirmed and ratified in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

## 6. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE

There is no Subsidiary company or Joint Venture or Associate Company.

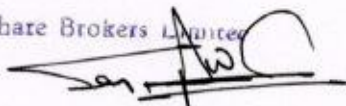
## 7. EXTRACT OF ANNUAL RETURN

In compliance with the provisions of Section 92 (3), Section 134 (3) (a) and Rule 11 of The Companies (Management and Administration) Rules, 2014, the extract of the Annual Return have been annexed with this Board's Report in Form- MGT-9 as **Annexure-A**.


## 8. NUMBER OF BOARD MEETINGS

There were five meetings of the Board of Directors held on 21.04.2014, 30.05.2014, 12.08.2014, 13.11.2014 and 12.02.2015 during the financial year 2014-15.

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers Limited

  
Director



## **9. FIXED DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## **10. CHANGE IN SHARE CAPITAL**

There is no change in share capital of the Company during the financial year 2014-15.

## **11. CHANGE IN THE NATURE OF BUSINESS**

There is no change in nature of business of the Company during the financial year 2014-15.

## **12. DIRECTORS**

Mr. Sanjay Agarwal, Director, of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

## **13. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

## **14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

## **15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

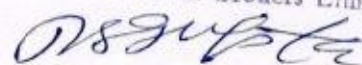
## **16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers Limited

  
Director



## **17. CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

## **18. HOLDING COMPANY**

NDA Securities Limited holds 21, 83,515 shares of the Company out of the total of 33, 41,305 shares, making it the "**Holding Company**" of the Company.

## **19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO**

During the period under review there was no energy conservation, technology absorption and foreign exchange earnings and outgo.

## **20. AUDIT COMMITTEE**

As the Company is unlisted company, hence the provisions of Section 177 of the Companies Act, 2013, and Clause 49 of the Listing Agreement are not applicable.

## **21. MATERIAL AND SIGNIFICANT ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There have been no significant and material orders passed by any regulators or courts or tribunals, impacting going concern status of the Company and its future operations.

## **22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

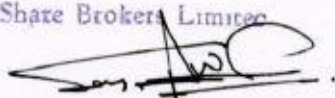
## **23. DECLARATION OF INDEPENDENT DIRECTORS**

The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

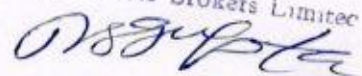
## **24. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers Limited

  
Director

## 25. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board  
For **NDA SHARE BROKERS LIMITED**

Date: 12.08.2015  
Place: New Delhi

For NDA Share Brokers Limited



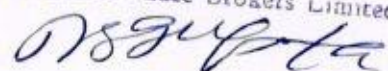
Director

**(SANJAY AGARWAL)**  
**DIRECTOR**

DIN:00010639

157, Block - E, Kalkaji,  
New Delhi-110019

For NDA Share Brokers Limited



Director

**(UMA SHANKER GUPTA)**  
**DIRECTOR**

DIN:00008823

A-14, Sangam Apartment,  
Sector - 9,  
Rohini, Delhi-110085



**ANNEXURE-A**  
**FORM No. - MGT-9**  
**Extract of Annual Return**  
**As on the financial year ended on March 31, 2015**

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

Particulars	Details
CIN	U74899DL1993PLC055471
Registration Date	01/10/1993
Name of the Company	N D A SHARE BROKERS LIMITED
Category/ Sub- Category of the Company	Company limited by shares/ Indian Non-Government Company
Address of the Registered Office and Contact Details	1002A, Arunachal, 19 Barakhamba Road, New Delhi- 110001 Tel No.- 011-46204009 email:info@ndaIndia.com
Whether listed Company Yes/ No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	-----NA-----

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Brokerage	6612	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

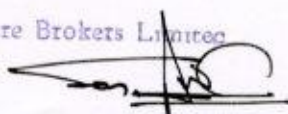
S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE COMPANIES	% of shares held	Applicable Section
1.	NDA Securities Limited 1002A, Arunachal, 19 Barakhamba Road, New Delhi- 110001	L74899DL1992PLC050366	HOLDING	65.31%	2(46)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### a) Category-wise Share Holding

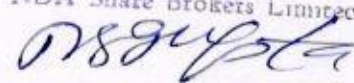
Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian									
a) Individual/ HUF	-	709525	709525	21.22	-	709525	709525	21.22	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	2183515	2183515	65.31	-	2183515	2183515	65.31	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- total (A) (1):-	-	-	-	-	-	-	-	-	-
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A) (1)+ (A) (2)	-	2893040	2893040	86.54	-	2893040	2893040	86.54	0.00
<b>B. Public Shareholding</b>									
1. Institutions									

For NDA Share Brokers Limited

  
Director

10

For NDA Share Brokers Limited

  
Director



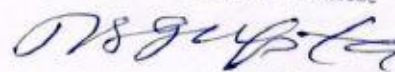
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub- total (B) (1):-	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	65	65	0.00	-	65	65	0.00	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	450000	450000	13.46	-	450000	450000	13.46	13.46
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	450065	450065	13.46	-	450065	450065	13.46	13.46
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	450065	450065	13.46	-	450065	450065	13.46	13.46
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3343105	3343105	100.00		3343105	3343105	100.00	-

For NDA Share Brokers Limited

  
Director

11

For NDA Share Brokers Limited

  
Director

**b) Shareholding of Promoter-**

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Narsingh Dass Agarwal	309510	9.26	-	309510	9.26	-	-
2.	Sanjay Agarwal	400015	11.97	-	400015	11.97	-	-
3.	NDA Securities Limited	2183515	65.31	-	2183515	65.31	-	-
	<b>Total</b>	<b>2893040</b>	<b>86.54</b>	<b>-</b>	<b>2893040</b>	<b>86.54</b>	<b>-</b>	<b>-</b>

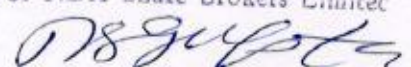
**c) Change in Promoters' Shareholding (please specify, if there is no change)**

S.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	1. Narsingh Dass Agarwal	309510	9.26	309510	9.26
	2. Sanjay Agarwal	400015	11.97	400015	11.97
	3. NDA Securities Limited	2183515	65.31	2183515	65.31
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year in the Promoter's Shareholding during the year			
	<b>At the end of the year</b>	<b>2893040</b>	<b>86.54</b>	<b>2893040</b>	<b>86.54</b>

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers Limited

  
Director



d) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	1. Mrs. Saroj Agarwal	15	0	15	0
	2. Mrs. Reena Gupta	10	0	10	0
	3. Mrs. Neena Dewan	10	0	10	0
	4. Mr. Bhim Sain	15	0	15	0
	5. Mr. Pawan Gupta	15	0	15	0
	6. BDA Fincap Private Limited	4,50,000	13.46	4,50,000	13.46
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
	At the end of the year (or on the date of separation, if separated during the year)	4,50,065	13.46	4,50,065	13.46

e) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	1. Sanjay Agarwal	4,00,015	11.97	4,00,015	11.97

Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
<b>At the end of the year</b>	<b>4,00,015</b>	<b>11.97</b>	<b>4,00,015</b>	<b>11.97</b>

**V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment**

S.No.	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	1,03,00,000.00	-	1,03,00,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>1,03,00,000.00</b>	-	<b>1,03,00,000.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	7,00,000.00	-	7,00,000.00
* Reduction	-	-	-	-
<b>Net Change</b>	-	<b>7,00,000.00</b>	-	<b>7,00,000.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	1,10,00,000.00	-	1,10,00,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>1,10,00,000.00</b>	-	<b>1,10,00,000.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

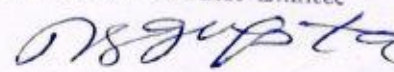
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----	----

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers Limited

  
Director




	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-----	-----	-----	-----	-----
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-----	-----	-----	-----	-----
2	Stock Option	-----	-----	-----	-----	-----
3	Sweat Equity	-----	-----	-----	-----	-----
4	Commission - as % of profit - others, specify...	-----	-----	-----	-----	-----
5	Others, please specify	-----	-----	-----	-----	-----
	Total (A)	-----	-----	-----	-----	-----
	Ceiling as per the Act	-----	-----	-----	-----	-----

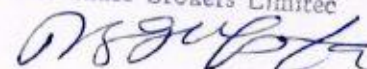
#### B. Remuneration to other directors

Particulars of Remuneration	Name of Directors			
<b>1. Independent Directors</b>	---	---	---	
Fee for attending Board/ committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
<b>Total</b>	-	-	-	-
<b>2. Other Non-Executive Directors</b>				
Fee for attending Board/ committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
<b>Total</b>	-	-	-	-
Overall ceiling as per section 197(5) of the Companies Act, 2013 & Rule 4 of Companies (Appointment & Remuneration) Rules, 2014	Sitting fees upto Rs. 1, 00,000 per meeting.			

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers Limited

  
Director

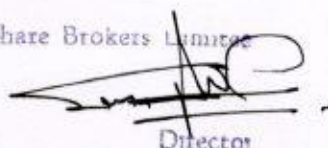
**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	-

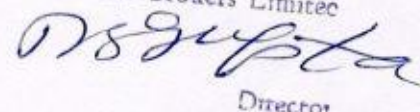
**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

For NDA Share Brokers Limited


  
Director

For NDA Share Brokers Limited


  
Director

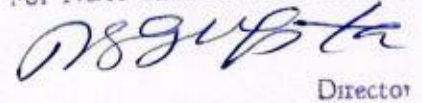


For and on behalf of the Board  
For **NDA SHARE BROKERS LIMITED**

For NDA Share Brokers Limited

  
Director

For NDA Share Brokers Limited

  
Director

Date: 12.08.2015  
Place: New Delhi

**(SANJAY AGARWAL)**  
**DIRECTOR**

DIN:00010639  
157, Block - E, Kalkaji,  
New Delhi-110019

**(UMA SHANKER GUPTA)**  
**DIRECTOR**

DIN:00008823  
A-14, Sangam Apartment,  
Sector - 9,  
Rohini, Delhi-110085



**GUPTA RUSTAGI & AGGARWAL**  
CHARTERED ACCOUNTANTS

1st Floor, 60, Krishna Market, Kalkaji, New Delhi-110 019

Phone : (O) 26235837, 40508925, 9810129591

E-mail : scg7@rediffmail.com, gra\_ca2007@yahoo.co.in

Ref. No. ....

**INDEPENDENT AUDITORS' REPORT**

Dated.....

To the Members of

**M/S NDA SHARE BROKERS LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s NDA SHARE BROKERS LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This Responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.





We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India as specified u/s 143(10) of the Companies Act 2013 . Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal financial controls relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedure that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.



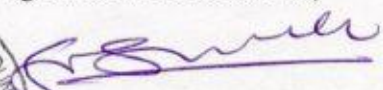


- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statements dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
- (e) On the basis of the written representations received from the Directors as on March 31, 2015 taken on record by the board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act 2013.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: New Delhi  
Dated : May 28, 2015

**For Gupta Rustagi & Aggarwal**  
Chartered Accountants  
(Registration No.008084N)



  
CA.S.C.Gupta  
Partner  
Membership No.086839



## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under Report on other legal and regulatory requirement section of our Audit Report of even date to the member of NDA Share Brokers Limited)

1) in Respect of Fixed Assets :

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. However there is no fixed assets as at the end of the year
- (b) As explained to us all the assets have been physically verified by the management at regular interval. As informed to us no material discrepancies were noticed on such verification. However there is no fixed assets as at the end of the year.

2) In respect of its inventories:

- (a) The inventory has been physically verified during the year by management. In our opinion, the frequency of verification is reasonable
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013 during the year. Accordingly, the provisions of clause 3(iii)(a) and (b) of the order are not applicable and hence not commented upon.

4) According to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, no major weaknesses have been observed in such internal control system.

5) According to the information and explanation given to us, the company has not accepted any deposits in contravention of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under, where applicable, have been complied with.

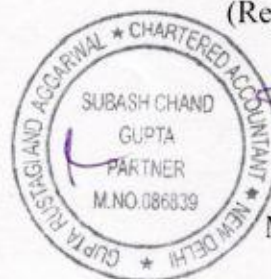
6) According to the information and explanation given to us, government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for the products of the company.





- 7) According to the information and explanations given to us in respect of statutory dues:
- (a) In our opinion the company is regular in depositing applicable undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities..
  - (b) There are no dues on account of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, in arrear as at March 31, 2015 for a period of more than six months from the date they became payable.
  - (c) There is no amount which is required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under.
- 8) The Company does have accumulated losses at the end of the financial year. The Company has incurred cash losses during the financial year covered by the audit and the company also has incurred cash losses in the immediately preceding financial year.
- 9) According to information and explanations given to us, the company has not defaulted in repayment of any dues to a financial institution or bank or debenture holders during the year of audit.
- 10) According to information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 11) In our opinion and according to information and explanations given to us, the company has not taken any term loan during the year.
- 12) To the our best knowledge and according to information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

**For Gupta Rustagi & Aggarwal**  
Chartered Accountants  
(Registration No.008084N)



*[Signature]*  
CA.S.C.Gupta  
Partner

Membership No.086839

Place : New Delhi  
Dated : May 28, 2015



**NDA SHARE BROKERS LTD.**

**1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110001**  
**BALANCE SHEET AS AT MARCH 31, 2015**

*(Amount in Rs.)*

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3.1.1	3,34,31,050	3,34,31,050
Reserves and surplus	3.1.2	(2,74,78,036)	(2,68,16,914)
		<b>59,53,014</b>	<b>66,14,136</b>
<b>Non-current liabilities</b>			
Long-term borrowings		-	-
Deferred tax liabilities (Net)	3.2.1	-	-
Other Long term liabilities		-	-
Long-term provisions		-	-
<b>Current liabilities</b>			
Short-term borrowings	3.3.1	1,10,00,000	1,03,00,000
Trade payables	3.3.2	-	-
Other current liabilities	3.3.3	28,090	28,090
Short-term provisions	3.3.4	-	-
		<b>1,10,28,090</b>	<b>1,03,28,090</b>
<b>Total</b>		<b>1,69,81,104</b>	<b>1,69,42,226</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	-	-	-
Intangible assets	-	-	-
Capital work-in-progress	-	-	-
Intangible assets under development	-	-	-
Non-current investments	3.4.1	1,57,29,950	1,57,29,950
Deferred tax assets (net)		-	-
Long-term loans and advances	3.4.2	7,55,000	7,55,000
Other non-current assets		-	-
		<b>1,64,84,950</b>	<b>1,64,84,950</b>
<b>Current assets</b>			
Current investments		-	-
Inventories	3.5.1	-	-
Trade receivables	3.5.2	-	-
Cash and cash equivalents	3.5.3	2,16,916	2,04,054
Short-term loans and advances	3.5.4	2,79,236	2,53,222
Other current assets		-	-
		<b>4,96,152</b>	<b>4,57,276</b>
<b>Total</b>		<b>1,69,81,104</b>	<b>1,69,42,226</b>

**Significant Accounting Policies and Notes to the Accounts**



**2&3**

**Auditor's Report**

*"As per our separate report of even date attached"*

**FOR GUPTA RUSTAGI & AGGARWAL**


**(Chartered Accountants)**

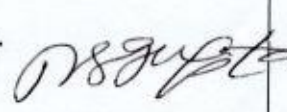
  
  
**[S.C. GUPTA]**  
**PARTNER**  
**M. No. 086839**  
**FRN: 008084N**



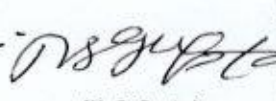
Signed at New Delhi on 28 May, 2015

*for and on behalf of the Board*

**For NDA Share Brokers Limited**

  
**(Sanjay Agarwal)**  
**[Director]**  
**DIN:00010639**

  
**(U. S. Gupta)**  
**[Director]**  
**DIN:00008823**

NDA SHARE BROKERS LTD. 1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110001 STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON MARCH 31, 2015			
(Amount in Rs.)			
Particulars	Note No.	For the year ended on March 31, 2015	For the year ended on March 31, 2014
<b>Incomes</b>			
Revenue from operations	3.6.1	72,954	
Other income	3.6.2	2,54,689	69,929
<b>Total Revenue</b>		<b>3,27,643</b>	<b>69,929</b>
<b>Expenses</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		50,400	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense		-	-
Finance costs		7,80,000	2,91,379
Depreciation and amortization expense		-	-
Other expenses	3.7.1	1,58,365	33,01,345
<b>Total Expenses</b>		<b>9,88,765</b>	<b>35,92,724</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(6,61,122)</b>	<b>(35,22,795)</b>
Exceptional items		-	-
<b>Profit before extraordinary items and tax</b>		<b>(6,61,122)</b>	<b>(35,22,795)</b>
Extraordinary Items		-	-
<b>Profit before tax</b>		<b>(6,61,122)</b>	<b>(35,22,795)</b>
Tax expense:			
Current tax		-	-
Income tax Earlier year		-	-
Deferred tax		-	-
<b>Profit (Loss) for the period from continuing operations</b>		<b>(6,61,122)</b>	<b>(35,22,795)</b>
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>Profit (Loss) for the period</b>		<b>(6,61,122)</b>	<b>(35,22,795)</b>
Earnings per equity share:			
Basic		(0.20)	(1.05)
Diluted		(0.20)	(1.05)
<b>Significant Accounting Policies and Notes to the Accounts</b>		<b>2&amp;3</b>	
<b>Auditor's Report</b> "As per our separate report of even date attached" <b>FOR GUPTA RUSTAGI &amp; AGGARWAL</b> (Chartered Accountants)		for and on behalf of the Board <b>For NDA Share Brokers Limited</b>	
 <b>[S.C. GUPTA]</b> <b>PARTNER</b> <b>M. No. 086839</b> <b>FRN: 008084N</b> Signed at New Delhi on 28 May, 2015		 <b>(Sanjay Agarwal)</b> <b>[Director]</b> <b>DIN:00010639</b>	
		 <b>(U. S. Gupta)</b> <b>[Director]</b> <b>DIN:00008823</b>	



**NDA SHARE BROKERS LIMITED**

1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi - 110001

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015**

Particulars	Year Ended 31st March 2015 (Rs.)	Year Ended 31st March 2014 (Rs.)
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Profit before tax and extraordinary items	(6,61,122)	(35,22,795)
ADD:		
Interest Paid	7,80,000	2,91,379
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	1,18,878	(32,31,416)
Adjustments for:		
Trade & other receivables	(26,014)	30,59,401
Trade & other Payable	-	(1,27,888)
Inventories	-	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	92,864	(2,99,903)
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
purchase of property	-	-
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	-	-
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Precurement of Unsecured Loan	700000	5,00,000
Repayment of Unsecured Loan	-	-
Interest paid	(7,80,000)	(2,91,379)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	(80,000)	2,08,621
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS(A+B+C)</b>	12,864	(91,282)
Opening Cash & Cash Equivalents	2,04,052	2,95,334
Closing Cash & Cash Equivalents	2,16,916	2,04,052

*Auditor's Report*

As per our report of even date attached  
For **GUPTA RUSTAGI & AGGARWAL**  
(Chartered Accountants)

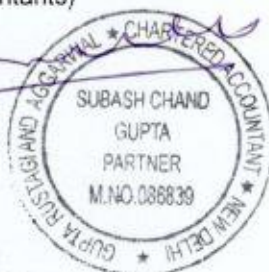
(S.C. GUPTA)

Partner

M.N. 086839

Place : New Delhi

Date : 30-05-2013



For and on behalf of Board

For NDA Share Brokers Limited

*(Signature of Sanjay Agarwal)* *(Signature of U. S. Gupta)*

(SANJAY AGARWAL)

Director

(U. S. GUPTA)

Director



**Significant accounting policies and notes to the accounts  
for the year ended March 31, 2015**

**1 Background**

NDA SHARE BROKERS LIMITED is Formed on 01.10.1993 vide Registraton No. U74899DL1993PLC055471. Sanjay Agarwal, Uma Shanker Gupta & Lalit Gupta are the Directors of the Company. The Company has trading membership in Delhi Stock Exchange.

**2 Significant accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting except for certain financial instruments which are measured at fair values and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, as amended, other pronouncements of the Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Companies Act, 2013 to the extent applicable.

**2.2 Use of estimates**

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

**2.3 Fixed Assets And Depreciation**

2.3.1 Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Financing costs relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.

2.3.2 Depreciation on fixed assets is provided on Straight Line Value Method based at the rates specified in Schedule II to the Companies Act, 2013 or the rates determined as per the useful lives of the respective assets, whichever is higher.

2.3.3 Depreciation on additions and disposals during the period is provided on a pro-rata basis.

2.3.4 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.

**2.4 Investments**

2.4.1 Long-term investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

2.4.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

2.4.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment.

**2.5 Cash and cash equivalents**

Cash and cash equivalents in the cash flow statement comprises cash in hand and balance in bank in current accounts, Bank overdraft, deposit accounts and in margin money deposits.





## 2.6 Tax Expenses

Income tax expense comprises current tax as per Income Tax Act, 1961, fringe benefit tax and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

## 3 Notes to the financial statements

### 3.1 Shareholders funds

#### 3.1.1 Share Capital

(Amount in Rs.)

a) Particulars	As at March 31, 2015	As at March 31, 2014
<b>Authorized Capital</b>		
1,00,00,000 Equity Shares of Rs. 10/- each (Previous year 1,00,00,000 Equity Shares of Rs. 10/- each)	10,00,00,000	10,00,00,000
<b>Issued, Subscribed and Paid up:</b>		
33,43,105 Equity Shares of Rs. 10/- each fully paid up (Previous year 33,43,105 Equity Shares of Rs. 10/- fully paid up)	3,34,31,050	3,34,31,050
Total	3,34,31,050	3,34,31,050

- b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period is as given below

(Amount in No.)

Particulars	As at March 31, 2015	As at March 31, 2014
Shares outstanding at the beginning of the year	3343105	3343105
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	3343105	3343105

- c) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held is as given below:

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares	% Holding	No. of Shares	% Holding
NDA Securities Ltd.	2183515	65.33%	2183515	65.33%
BDA FINCAP PRIVATE LTD.	450000	13.46%	450000	13.46%
Sanjay Agarwal	400015	11.97%	400015	11.97%
ND Agarwal & Saroj Agarwal	244500	7.31%	244500	7.31%

- d) The Company has not allotted any fully paid up equity shares without payment being received in cash and by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.





### 3.1.2 Reserves and Surplus

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Profit & Loss A/c		
Opening balance	(2,68,16,914)	(2,32,94,119)
(+) Net Profit/(Net Loss) For the current year	(6,61,122)	(35,22,795)
Closing Balance	(2,74,78,036)	(2,68,16,914)

### 3.2 Non Current Liabilities

#### 3.2.1 Deferred Tax Liability (NET)

As per the requirement of the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, no deferred tax has been credited or debited to Statement of Profit and loss accounts as the company have no fixed assets, thereby there's no difference in depreciation under companies act and income tax act.

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Deferred Tax Liability</b>		
Opening balance	-	-
Related to Fixed Assets	-	-
Disallowance under the Income Tax Act	-	-
Total	-	-
<b>Net deferred tax liability</b>	-	-

### 3.3 Current Liabilities

#### 3.3.1 Short Term Borrowings

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>UNSECURED LOANS</b>		
From related parties*	30,00,000	23,00,000
From Others	80,00,000	80,00,000
<b>Total</b>	<b>1,10,00,000</b>	<b>1,03,00,000</b>

\* Loan of Rs. 30,00,000/- has been received from Director of the Company.

#### 3.3.2 Trade Payable

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Unsecured</b>		
	-	-
<b>Total</b>	-	-

\*Trade payables include Rs. NIL payable from related parties.





### 3.3.3 Other Current Liabilities

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Audit Fees Payable	28,090	28,090
Total	28,090	28,090

### 3.3.4 Short Term Provisions

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Provision for expenses	-	-
Total	-	-



### 3.4.1 NON Current Investments

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>a) Investment in Unquoted Equity Shares</b>		
2,000 shares of Delhi Stock Exchange Association Ltd.	25,12,500	25,12,500
<b>b) Agriculture Land</b>		
(Valued at cost)	1,32,17,450	1,32,17,450
<b>Total</b>	<b>1,57,29,950</b>	<b>1,57,29,950</b>

### 3.4.2 Long Term Loans & Advances

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Unsecured / Considered Good</b>		
Deposit With DSE (FDR)	7,55,000	7,55,000
<b>Total</b>	<b>7,55,000</b>	<b>7,55,000</b>

### 3.5 Current Assets

#### 3.5.1 Stock in Trade

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Stock in Trade</b>		
(Shares and Debentures)		
(valued at cost, as valued, verified & certified by the Management)		
<b>Total</b>	<b>-</b>	<b>-</b>

#### 3.5.2 Trade Receivables

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Unsecured</b>		
Debts overdue for a period exceeding six months		
- Considered Good	-	-
Unsecured Considered Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
Other debts		
- Considered Good	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

\*Trade Receivables include Rs. NIL receivable from related party





### 3.5.3 Cash and Cash Equivalents

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Balances with banks*	1,90,543	1,80,791
Cash on hand	26,373	23,263
<b>Total</b>	<b>2,16,916</b>	<b>2,04,054</b>

\* Balances with banks include:

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Bank Fixed deposits with Less than 12 months maturity	-	-
Bank deposits with more than 12 months maturity	1,00,000	1,00,000
<b>Total</b>	<b>1,00,000</b>	<b>1,00,000</b>

### 3.5.4 Short Term Loans & Advances

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Advance Income Tax, TDS	1,08,991	1,03,602
Interest Receivable	1,70,246	1,49,620
<b>Total</b>	<b>2,79,236</b>	<b>2,53,222</b>



**3.6 Income****3.6.1 Revenue From Operation**

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Sale of Shares	72,954	-
<b>Total</b>	<b>72,954</b>	<b>-</b>

**3.6.2 Other Income**

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Dividend	9,919	9,991
Interest on Fixed Deposits	62,883	59,938
Agricultural Income	1,81,888	-
<b>Total</b>	<b>2,54,689</b>	<b>69,929</b>

**3.7 Expenses****3.7.1 Other Expenses**

(Amount in Rs.)

Particulars	As at March 31, 2015	As at March 31, 2014
Payment to Auditors	28,090	28,090
Printing & Stationery	450	415
Bank Charges	349	16,967
Conveyance Expenses	1,550	335
Miscellaneous expenses	1,211	270
Professional Charges	-	51,688
Bad Debts	-	30,89,249
Agriculture Expenses	1,19,538	1,04,980
Filling Fees	6,715	7,327
Other Expenses	462	2,024
<b>Total</b>	<b>1,58,365</b>	<b>33,01,345</b>

**3.8 Contingent Liabilities and Commitments :**

Contingent Liabilities not provided for of Nil ( previous Year Nil)

**3.9 Contracts:** Estimated amounts of contract remaining to be executed on capital account are Nil**3.10 Earning & Expenditure in Foreign Currency**

(Amount in Rs.)

Particulars	For the year March 31, 2015	For the year March 31, 2014
<b>Earnings</b>		
Income	Nil	Nil
	-	-
<b>Expenditures</b>		
Professional charges	Nil	Nil
	-	-





### 3.11 Earning Per Share

The computation of earnings per share is set out below:

(Amount in Rs.)

Particulars	For the year March 31, 2015	For the year March 31, 2014
Profit after tax and extraordinary items as reported	-6,61,122	-35,22,795
Exceptional item:		
Loss on insurance claim (net of tax)	-	-
Profit before exceptional items	-	-
Shares:		
Weighted average number of equity shares outstanding during the year	33,43,105	33,43,105
<b>Earnings per share (before exceptional items (net of tax))</b>	(0.20)	(1.05)
<b>Earnings per share (after exceptional items (net of tax))</b>	(0.20)	(1.05)
At the beginning of the year at 01 April, 2014	No. of Shares	No. of Shares
Shares issued during the year	33,43,105	33,43,105
Bonus shares issued during the year	-	-
Weighted average number of equity shares at 31 March, 2015	33,43,105	33,43,105

### 3.12 Amount Paid / Payable to Auditors

(Amount in Rs.)

Particulars	For the year March 31, 2015	For the year March 31, 2014
Statutory & Tax Audit Fees	28,090	28,090
<b>Total</b>	<b>28,090</b>	<b>28,090</b>

### 3.13 Related Party Disclosures

As per accounting standard 18 on "Related party Disclosure" issued by the Institute of Chartered Accountants of India the disclosure of transactions with the related party is as under:

#### a) Related Parties where control exists

NDA Securities Ltd.	Holding Company
NDA Commodity Brokers P Ltd	Group Company
NDA Realities Pvt. Ltd.	Group Company
NDA Reasearch & Technologies P Ltd	Group Company

#### b) Relative of key mangement personnels

#### c) Key Managerial Personnel

Mr. Uma Shanker Gupta	Director
Mr. Sanjay Agarwal	Director
Mr. Lalit Gupta	Director

#### c) Transactions with related party

Nature of Transaction	Holding Co.	Relative of Key Managerial Personnel	Key Managerial Personnel
<b>Expenses:</b>			
NDA Securities Ltd.	44	-	-
	-	-	-
<b>Income:</b>			
Loan Payable To Director: Sanjay Aggarwal			3000000



- 3.14** Information pursuant to the provisions of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006  
During the year company has not paid any interest in terms of the section 18 of the above mentioned act. No principal amount or interest amount are due at the end of this accounting year which is payable to any Micro, Small or Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.
- 3.15** The accounts of certain Sundry Debtors and Creditors, Advances for supplies and are subject to confirmation / reconciliation and adjustment, if any. The Management does not expect any material difference affecting the current year's financial statements.
- In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities have been adequately made in the books of accounts.
- 3.16** The Company has prepared these financial statements as per the format prescribed by Revised Schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs. Previous year figures have been recast/restated, regrouped, rearranged, reclassified to conform to the classification of the current year.
- 3.17** The Current Year refers to the period April 01, 2014 to March 31, 2015. (Previous year refers to April 01, 2013 to March 31, 2014).

**FOR Gupta Rustagi & Aggarwal**  
**CHARTERED ACCOUNTANTS**

**[S.C. GUPTA]**  
**Partner**  
**M. No. 086839**  
**FRN : 008084N**

Signed at New Delhi on 28 May, 2015

**For NDA Share Brokers Limited**

**Sanjay Agarwal**  
**[Director]**  
**DIN:00010639**

**U.S.Gupta**  
**[Director]**  
**DIN:00008823**